No. 78-167

Supreme Court, U. S.
FILED
OCT 26 1978
MICHAEL RODAK, JR., CLERK

IN THE

Supreme Court of the United States

OCTOBER TERM, 1978

AMERICAN AIR FILTER COMPANY, INC., *et al.*,
Petitioners,

v.

FEDERAL TRADE COMMISSION, *et al.*,
Respondents.

On Petition for a Writ of Certiorari to the United States Court of Appeals for the District of Columbia Circuit

---

REPLY BRIEF FOR PETITIONERS

Edward T. Tait
Lee A. Rau
John M. Wood
Stuart M. Gerson
REED SMITH SHAW & MCCLAY
1150 Connecticut Avenue, N.W.
Suite 900
Washington, D.C. 20036
Attorneys for American Air Filter Company, Inc., et al.

Ira M. Millstein
Mark A. Jacoby
Salem M. Katsh
WEIL, GOTSHAL & MANGES
767 Fifth Avenue
New York, New York 10022
Attorneys for Allegheny Ludlum Industries, Inc., et al.

J. Randolph Wilson
William H. Allen
John S. Koch
Carolyn F. Corwin
COVINGTON & BURLING
888 Sixteenth Street, N.W.
Washington, D.C. 20006
Attorneys for Air Products and Chemicals, Incorporated, et al.

[Additional Counsel Listed Within]

William Simon
Harold F. Baker
David C. Murchison
J. Wallace Adair
John DeQ. Briggs
Stuart H. Harris
HOWREY & SIMON
1730 Pennsylvania Ave., N.W.
Washington, D.C. 20006
Attorneys for
American Cyanamid Company, et al.

Richard W. Pogue
James C. Bays
JONES DAY REAVIS & POGUE
1700 Union Commerce Building
Cleveland, Ohio 44115

Mark Elliot Mazo
John C. Reitz
JONES DAY REAVIS & POGUE
1100 Connecticut Avenue, N.W.
Washington, D.C. 20036

Attorneys for
American Greetings Corporation, et al.

Robert E. Jordan, III
Robert M. Goolrick
Mark F. Horning
STEPTOE & JOHNSON
1250 Connecticut Avenue, N.W.
Washington, D.C. 20036

Edward E. Vaill
Donald A. Bright
ATLANTIC RICHFIELD COMPANY
515 S. Flower Street
Los Angeles, California 90071

Attorneys for
Atlantic Richfield Company

Mark F. Horning
STEPTOE & JOHNSON
1250 Connecticut Ave., N.W.
Washington, D.C. 20036
Attorneys for
Fairmont Foods Company

J. Stanley Stroud
James R. Henderson
MAYER, BROWN & PLATT
888 17th Street, N.W.
Washington, D.C. 20006
Attorneys for
CPC International, Inc., et al.

Fred L. Woodworth
DYKEMA, GOSSETT, SPENCER,
GOODNOW & TRIGG
400 Renaissance Center
Detroit, Michigan 48243
Attorneys for
Champion Home Builders Co., et al.

James N. Johnson
General Counsel
A. O. SMITH CORPORATION
P.O. Box 584
Milwaukee, Wisconsin 53201

Andrew S. Krulwich
Hadrian R. Katz
ARNOLD & PORTER
1229 19th Street, N.W.
Washington, D.C. 20036

Attorneys for
Hoffmann-La Roche Inc., et al.

Philip J. Davis
KIRKLAND, ELLIS & ROWE
1776 K Street, N.W.
Washington, D.C. 20006

Donald G. Kempf, Jr.
Joseph F. Coyne
KIRKLAND & ELLIS
200 E. Randolph Drive
Chicago, Illinois 60601

Attorneys for
Chemetron Corporation, et al.

Peter Fleming, Jr.
Eliot Lauer
Samuel F. Abernethy
CURTIS, MALLET-PREVOST, COLT & MOSLE
100 Wall Street
New York, New York 10005
Attorneys for
Dover Corporation

Theodore A. Groenke
Harold J. Bressler
McDERMOTT, WILL & EMERY
111 West Monroe Street
Chicago, Illinois 60603

James F. Rill
Kathleen E. McDermott
COLLIER, SHANNON, RILL,
EDWARDS & SCOTT
1055 Thomas Jefferson St.
Washington, D.C. 20007
Attorneys for
A.E. Staley Manufacturing Co., et al.

James F. Bromley
MACLEAY, LYNCH, BERNHARD & GREGG
1625 K Street, N.W.
Washington, D.C. 20006
Attorneys for
United States Gypsum Co.

Harold S. Barron
Noel C. Crowley
THE BENDIX CORPORATION
The Bendix Center
Southfield, Michigan 48076
Attorneys for
The Bendix Corporation

Arloe Mayne
General Counsel
ASHLAND OIL, INC.
Ashland, Kentucky 41101

Ronald P. Wertheim
GINSBURG, FELDMAN & BRESS
1700 Pennsylvania Ave., N.W.
Washington, D.C. 20006
Attorneys for
Ashland Oil, Inc.

Milton J. Schubin
Richard C. Seltzer
KAYE, SCHOLER, FIERMAN, HAYS
& HANDLER
425 Park Avenue
New York, New York 10022
Attorneys for
GAF Corporation

Daniel K. Mayers
Neil J. King
WILMER, CUTLER & PICKERING
1666 K Street, N.W.
Washington, D.C. 20006

James R. DeVita
SULLIVAN & CROMWELL
125 Broad Street
New York, New York 10004
Attorneys for
The Babcock & Wilcox Company, et al.

James M. Porter
SQUIRE, SANDERS & DEMPSEY
1800 Union Commerce Building
Cleveland, Ohio 44115

William C. Collishaw
COX LANGFORD & BROWN
21 Dupont Circle, N.W.
Washington, D.C. 20036
Attorneys for
White Consolidated Industries, Inc.

Samuel K. Abrams
Wilbur L. Fugate
MORISON, MURPHY, ABRAMS & HADDOCK
1776 K Street, N.W.
Washington, D.C. 20006
Attorneys for
Cone Mills Corporation, et al.

David B. Lytle
HOGAN & HARTSON
815 Connecticut Ave., N.W.
Washington, D.C. 20006
Attorneys for
Hughes Tool Company, et al.

Ramsay D. Potts
Steven L. Meltzer
SHAW, PITTMAN, POTTS & TROWBRIDGE
1800 M Street, N.W.
Washington, D.C. 20036
Attorneys for
Emerson Electric Co.

Milton Wolson
Edwin Silverstone
SCM CORPORATION
299 Park Avenue
New York, New York 10017

S. White Rhyne, Jr.
MULLIN, CONNOR AND RHYNE
1000 Connecticut Ave., N.W.
Washington, D.C. 20036
Attorneys for
SCM Corporation

Sidney B. Wertheimer
WEISMAN, CELLER, SPETT, MODLIN,
WERTHEIMER & SCHLESINGER
425 Park Avenue
New York, New York 10022
Attorneys for
Fedders Corporation

Jesse P. Luton, Jr.
John E. Bailey
Kevin F. Cunningham
The Law Department
THE GULF COMPANIES
P.O. Box 3725
Houston, Texas 77001
Attorneys for
Gulf Oil Corporation

Joseph W. Burns
BURNS, VAN KIRK, GREENE & KAFER
521 Fifth Avenue
New York, New York 10017
Attorneys for
Ingersoll-Rand Company

Albert R. Connelly
Andrew D. Postal
CRAVATH, SWAINE & MOORE
1 Chase Manhattan Plaza
New York, New York 10005
Attorneys for
Bethlehem Steel Corporation, et al.

Edwin S. Rockefeller
Alan M. Frey
BIERBOWER & ROCKEFELLER
1625 K Street, N.W.
Washington, D.C. 20006
Attorneys for
Norton Simon Inc.

Norman Solovay
HOLTZMAN, WISE & SHEPARD
30 Broad Street
New York, New York 10004
Attorneys for
AMBAC Industries, Incorporated

Leonard M. Kessler
KELLEY DRYE & WARREN
350 Park Avenue
New York, New York 10022
Attorneys for
Chrysler Corporation

Charles H. McAuliffe
THOMAS J. LIPTON, INC.
800 Sylvan Avenue
Englewood Cliffs, New Jersey 07632

David J. Lewis
Elroy H. Wolff
SIDLEY & AUSTIN
1730 Pennsylvania Ave., N.W.
Washington, D.C. 20006
Attorneys for
Kimberly-Clark Corporation, et al.

Legal Department
RORER-AMCHEM, INCORPORATED
500 Virginia Drive
Fort Washington, Pennsylvania 19034
Attorneys for
Rorer-Amchem, Incorporated

Kenneth Schnaper
CRANE COMPANY
Legal Department
300 Park Avenue
New York, New York 10022
Attorneys for
Crane Company

Donald G. McCabe
Anthony B. Barton
HALL, MCNICOL, HAMILTON & CLARK
330 Madison Avenue
New York, New York 10017
Attorneys for
American Maize-Products Company

David C. Trowbridge
HALLMARK CARDS, INCORPORATED
Legal Department
2501 McGee Trafficway
Kansas City, Missouri 64141
Attorneys for
Hallmark Cards, Incorporated

Eve E. Bachrach
STEIN, MITCHELL & MEZINES
1800 M Street, N.W.
Washington, D.C. 20036
Attorneys for
C.I.T. Financial Corporation, et al.

Caswell O. Hobbs, III
MORGAN, LEWIS & BOCKIUS
1800 M Street, N.W.
Washington, D.C. 20036
Attorneys for
American Stores Company

Robert J. Pope
CLIFFORD, GLASS, MCILWAIN & FINNEY
815 Connecticut Avenue, N.W.
Washington, D.C. 20006
Attorneys for
Continental Group, Inc.
(formerly Continental Can
Company, Incorporated)

Charles Kadish
BREED ABBOTT & MORGAN
1 Chase Manhattan Plaza
New York, New York 10005
Attorneys for
Honeywell Inc.

Thomas C. Morrison
PATTERSON, BELKNAP, WEBB & TYLER
30 Rockefeller Plaza
New York, New York 10020
Attorneys for
Johnson & Johnson

Leonard I. Horowitz
THE TIMES MIRROR COMPANY
280 Park Avenue
New York, New York 10017
Attorney for
The Times Mirror Company

Barry Hirsch
LOEWS CORPORATION
666 Fifth Avenue
New York, New York 10019
Attorney for
Loews Corporation

Gilbert H. Weil
Robert L. Sherman
WEIL, GUTTMAN & DAVIS
60 East 42nd Street
New York, New York 10017
Attorneys for
Bristol-Myers Company

John T. Rafferty
NL INDUSTRIES INCORPORATED
1230 Avenue of the Americas
New York, New York 10020
Attorney for
NL Industries Incorporated

IN THE

Supreme Court of the United States

OCTOBER TERM, 1978

No. 78-167

AMERICAN AIR FILTER COMPANY, INC., *et al.*,
Petitioners,

v.

FEDERAL TRADE COMMISSION, *et al.*,
Respondents.

On Petition for a Writ of Certiorari to the United States Court of Appeals for the District of Columbia Circuit

---

REPLY BRIEF FOR PETITIONERS

The Government parties argue that the petitions for certiorari "present no question warranting review by this Court." (Br. Opp. 9.) In their argument they "essentially rely" on the "thorough" opinion of the Court of Appeals. That opinion itself suggests the importance of the questions. The Solicitor General does not deny the importance of any of the three questions presented by these petitioners, unless it is impliedly by his mistaken contention that two of them need not be reached. And not even that contention is made in the Solicitor General's discussion of the scope of the confidentiality guarantees of Section 9 of the Census Act, a question whose importance has been attested at the highest levels of the Government.

Furthermore, it now appears that the court that wrote the opinion on which he relies does not agree with the Solicitor General's apparent view that on the merits the questions disposed of by the court are so unsubstantial as not to warrant further review here. The Court of Appeals, in staying enforcement of the FTC's order pending disposition of the matter in this Court, acknowledged that the issues raised by the cases are "substantial." (Supp. to Pet. Add. A at A5, A8.)

The issues raised are indeed substantial. They are, moreover, of the greatest practical and policy significance. Besides affecting vital interests of hundreds of major corporations, they go to the very integrity of important governmental programs for the collection and publication of economic information.

I. THE CENSUS ACT QUESTION

The Solicitor General suggests that the Census Act issue is really very simple. "The language of the statute is quite plain," he tells the Court. "It forbids a request for 'copies of census reports,' " and petitioners' argument that it means more is "unpersuasive." (Br. Opp. 12.)

But a moment later the Solicitor General himself acknowledges that the statute does mean something more than it says. He takes pains to point out that the FTC in its corporate patterns survey does not purport to be requiring companies to submit in response to the census-based questions about value of shipments the same answers that they previously submitted to the Census Bureau notwithstanding that the questions are identical. (Br. Opp. 13-14.) If Congress' post-*St. Regis* amendment to Section 9 of the Census Act meant only that certain pieces of paper in company files could

not be reached by compulsory process, this argument that the FTC does not purport to require the same answers as those furnished to Census would be irrelevant. It would be enough that the FTC had not demanded the very papers that reside in company files.

The Solicitor General's argument is not irrelevant. But it is disingenuous and inadequate, because the FTC clearly hopes and expects to obtain the same answers to its value-of-shipments question as the companies furnished to the Census Bureau. Any other result would be inconsistent with the FTC's professed desire to collect individual company data compatible with the Census Bureau's published aggregate data. (See Br. Opp. 12.) To achieve such compatibility the FTC has affirmatively encouraged corporate patterns respondents to fill out their corporate patterns reports by copying the answers from their retained copies of census reports. (Pet. 9.) That plainly is what most companies will do. The fact that some companies may have lost or destroyed their file copies or that others may have corrections to make in their original census submissions (Br. Opp. 14 n.14) does not mean that the same answers are not sought.

It is quite beside the point that it will not be known whether in the case of any particular company the value-of-shipments data that the FTC will publish correspond precisely with the data submitted to the Census Bureau. (Br. Opp. 13-14.) The point is that, as the Solicitor General says, "the purpose of confidentiality of census reports is to ensure that corporations can answer freely, without fear that their answers will be used against them. . . ." (Br. Opp. 13.) To require a company to surrender its file copies of census reports to the FTC is inconsistent with that kind of confiden-

tiality. To require a company to provide to the FTC the same numbers that appear on those file copies is equally inconsistent.

Section 9 of the Census Act was amended in 1962 to restore the full promise of confidentiality that was seen to have been partially breached by this Court's decision in *St. Regis Paper Co.* v. *United States,* 368 U.S. 208 (1961). The Solicitor General's error, like that of the court below, is his failure to recognize that, when the FTC asks corporations precisely the same questions that the Census Bureau asks them, in precisely the same form, the FTC is threatening again the breach that Congress sought to repair.[1]

[1] The Solicitor General states that the "involved federal agencies" are unanimous in supporting the Court of Appeals' construction of the statute. (Br. Opp. 13 n.12.) Neither the Commerce Department and its subordinate agencies, the Census Bureau and the Bureau of Economic Analysis, nor the Office of Management and Budget, is among the federal respondents in these cases. The Solicitor General's footnote does less than justice to the repeated expressions by these agencies of concern over the FTC's attempted incursion into confidential census material. (Pet. 8, 20.) The partial quotation of a Census Bureau official's testimony in the Solicitor General's footnote distorts the record. The statement that the Solicitor General quotes in part and paraphrases in part is that of Vincent Barabba, director of the Census Bureau, given in response to a series of questions posed at a congressional hearing in April 1976. In full, Mr. Barabba's statement was as follows:

> "Mr. Chairman, I would like to add that we at Census do not question the right of FTC to seek information that is needed to carry out its identified responsibilities. We do question the need for FTC to engage in a broad statistical survey of the size and scope that so closely replicates information already collected by another government agency." (CPRA 633.)

Mr. Barabba in a previous hearing described the corporate patterns survey as a "subterfuge to obtain access to data determined by the Congress to be confidential and not reachable by subpena." (CPRA 532; see *id.* at 631). He later said in an affidavit that his agency "strongly opposes this [corporate patterns] survey since in our judgment it may unnecessarily compromise the confidentiality of data furnished the Bureau pursuant to" the Census Act. (Pet. Add. C6.)

The Solicitor General's contention that petitioners have conceded that the Commission could ask the identical questions posed here if in aid of a particular or contemplated law enforcement proceeding (Br. Opp. 14 n.13) is not supported by anything to be found at the pages cited by the Solicitor General or anywhere else in petitioners' briefs and pleadings below.

II. THE ADMINISTRATIVE PROCEDURE ACT QUESTION

The FTC's line of business and corporate patterns programs do indeed, as the Solicitor General asserts, involve "information gathering." If that were all they involved, such cases as *United States* v. *W. H. Hodges & Co.,* 533 F.2d 276 (5th Cir. 1976), and *Montship Lines, Ltd.* v. *FMB,* 295 F.2d 147 (D.C. Cir. 1961), might be authority for the Court of Appeals' resolution of the rulemaking issue.[2]

But, as we urged in our petition and as the prelitigation utterances of responsible Commission representatives amply demonstrate, "information gathering" is only a part of the story.

[2] However, even in the case of a pure information gathering program, the Court of Appeals for the Ninth Circuit has said that it was proper for the Federal Power Commission to believe itself governed by the rulemaking section of the Administrative Procedure Act, 5 U.S.C. § 553, and to publish a notice of proposed rulemaking and invite comments before directing natural gas producers to submit information on their reserves. Union Oil Co. v. FPC, 542 F.2d 1036, 1039 (9th Cir. 1976). Contrary to the Solicitor General's assertion (Br. Opp. 11 n.10), no provision of the Natural Gas Act prescribed that procedure; the Ninth Circuit said that none of the sections of the Act authorizing the FPC to obtain information "specifies the procedure to be used," and the court below did not disagree.

Both the line of business and the corporate patterns programs contemplate information *publication* as well as information collection; and in the case of the line of business program, publication, with its anticipated impact on behavior in the marketplace, investment decision making, and resource allocation, is the program's very *raison d'etre.*

In short, the challenged programs involve information-gathering "incidental to," not "independent of," the agency's exercise of a wholly different sort of power, in this case legislative. (See Pet. App. 19-20.) Because the agency's actions in adopting the line of business and corporate patterns programs set in motion information gathering and publication programs with broad, largely self-implementing regulatory purposes, those actions satisfy the definition of a "rule" in the Administrative Procedure Act and were therefore subject to the APA's requirements for rulemaking set forth in 5 U.S.C. § 553.[3]

The Solicitor General argues that the FTC's procedures were sufficient even if the line of business and corporate patterns programs are treated as rules (Br. Opp. 10). But there is no basis for a contention that something less than full compliance with the APA rulemaking requirements will suffice. See *A. O. Smith Corp. v. FTC,* 396 F. Supp. 1108, 1124 (D. Del. 1975), *rev'd on other grounds,* 530 F.2d 515 (3d Cir. 1976).

[3] Both programs, contrary to the Solicitor General's contentions, prescribe law and implement policy. The line of business program is specifically intended to influence resource allocation. To achieve this clearly regulatory purpose that program also prescribes for the future novel reporting requirements of general application. The corporate patterns program would modify or wholly eliminate confidentiality rights assured to Census respondents by Section 9 of the Census Act.

In any event, the procedures that the FTC followed in adopting the two programs fell far short of even substantial compliance with APA requirements. As the statement of facts in the petition for certiorari makes clear (Pet. 5-9), in connection with the corporate patterns program the Commission gave no notice or opportunity for interested parties to be heard. Nor do procedures that the Commission employed in connection with its 1974 and 1975 modifications of the line of business form and instructions cure its initial failure to follow prescribed rulemaking procedures before it adopted and implemented the program in 1973.

III. THE SCOPE OF REVIEW QUESTION

The Solicitor General's principal defense of the lower courts' refusal to balance the relevance of the line of business data against the burden of compiling and supplying them is simply to assert that independent consideration of these issues has longstanding sanction in the case law. However, none of the decisions of this Court cited by the Solicitor General holds that the constitutional test of "reasonableness," devised to protect private persons from the assertion by the Government of a general warrant power, can be applied without regard to whether the burden the Government imposes on persons of whom information is demanded is in reasonable proportion to the relevance of that information. Both experience and precedent support the view that however the ultimate test may be framed, whether as "reasonable relevance" or as "undue burden," a balancing of costs against benefits lies at the heart of the judiciary's role in protecting businessmen and others against overly broad intrusions by Government. This approach has been expressly or implicitly affirmed by the Court in all search and seizure contexts. See, *e.g.,*

Marshall v. *Barlow's, Inc.*, No. 76-1143 (May 23, 1978); *See* v. *City of Seattle*, 387 U.S. 541 (1967); *Oklahoma Press Pub. Co.* v. *Walling*, 327 U.S. 186 (1946); *United States* v. *Morton Salt Co.*, 338 U.S. 632 (1950); *FTC* v. *American Tobacco Co.*, 264 U.S. 298 (1924).[4]

The Solicitor General implies that this Court in *Morton Salt* overruled the holding in *American Tobacco* that the FTC lacks " 'an unlimited right of access to the respondents' papers' . . . without the need to show relevance to any purpose" (Br. Opp. 15 n.16). We are puzzled not only to know where any such overruling is to be found in the *Morton Salt* decision, but also and more fundamentally to learn that the Solicitor General apparently embraces a rule of law that would allow the FTC an unlimited right of access and thus would sweep away a very basic right of privacy afforded by the Constitution—to private individuals and private entrepreneurs alike. If the decision below suggests such a rule, that is reason enough for review here.

Finally, there is no basis for the Solicitor General's assertion that the lower courts "would have" reached the same result "if [they] . . . had applied the balancing test . . . ." (Br. Opp. 16.) The district court found

[4] In *Morton Salt*, which is the Solicitor General's favorite authority on this issue (see Br. Opp. 15 & n.16, 16), the Court held that the issue of undue burden was not properly before it inasmuch as no relief from the order's asserted overbreadth had been sought from the FTC. Beyond that, however, the Commission's informational demands went to specified respondents subject to an FTC cease and desist order, as part of an FTC effort to monitor respondents' compliance with that order. By suggesting in dicta a limited role for the courts in focused proceedings such as that, this Court can hardly be thought to have established a rule applicable to cases such as this where the inquiry is unfocused, its purposes vaguely defined, and the burden of compliance not clearly justified.

that the "actual cost" of compliance would be "somewhat less" than $700,000 annually for certain respondents (Pet. App. 147);[5] as for relevance, it was able to conclude only that the information sought would not be "totally useless" (*id.* at 130). If anything, given these findings, it would be fair to conclude that application of the required balancing test would have resulted in judgment for petitioners.

Respectfully submitted,

Edward T. Tait
Lee A. Rau
John M. Wood
Stuart M. Gerson
REED SMITH SHAW & MCCLAY
1150 Connecticut Avenue, N.W.
Suite 900
Washington, D.C. 20036
Attorneys for American Air Filter Company, Inc., et al.

Ira M. Millstein
Mark A. Jacoby
Salem M. Katsh
WEIL, GOTSHAL & MANGES
767 Fifth Avenue
New York, New York 10022
Attorneys for Allegheny Ludlum Industries, Inc., et al.

J. Randolph Wilson
William H. Allen
John S. Koch
Carolyn F. Corwin
COVINGTON & BURLING
888 Sixteenth Street, N.W.
Washington, D.C. 20006
Attorneys for Air Products and Chemicals, Incorporated, et al.

[5] This finding related to four of the five companies that were permitted to submit affidavits and/or testify on this issue during the district court proceedings. Further testimonial submissions were not permitted even though the court stated that it could not determine whether the cost figures submitted by the four companies were "typical or representative" of the class of respondents as a whole. (Pet. App. 139.) The FTC had itself estimated that the annual cost of compliance for each respondent would fall within a range from under $10,000 up to $100,000. (Pet. App. 144.)

William Simon
Harold F. Baker
David C. Murchison
J. Wallace Adair
John DeQ. Briggs
Stuart H. Harris
HOWREY & SIMON
1730 Pennsylvania Ave., N.W.
Washington, D.C. 20006
Attorneys for
American Cyanamid Company, et al.

Richard W. Pogue
William T. Plesec
JONES DAY REAVIS & POGUE
1700 Union Commerce Building
Cleveland, Ohio 44115

Mark Elliot Mazo
John C. Reitz
JONES DAY REAVIS & POGUE
1100 Connecticut Avenue, N.W.
Washington, D.C. 20036
Attorneys for
American Greetings Corporation, et al.

Robert E. Jordan, III
Robert M. Goolrick
Mark F. Horning
STEPTOE & JOHNSON
1250 Connecticut Avenue, N.W.
Washington, D.C. 20036

Edward E. Vaill
Donald A. Bright
ATLANTIC RICHFIELD COMPANY
515 S. Flower Street
Los Angeles, California 90071
Attorneys for
Atlantic Richfield Company

Mark F. Horning
STEPTOE & JOHNSON
1250 Connecticut Ave., N.W.
Washington, D.C. 20036
Attorneys for
Fairmont Foods Company

J. Stanley Stroud
James R. Henderson
MAYER, BROWN & PLATT
888 17th Street, N.W.
Washington, D.C. 20006
Attorneys for
CPC International, Inc., et al.

Fred L. Woodworth
DYKEMA, GOSSETT, SPENCER,
GOODNOW & TRIGG
400 Renaissance Center
Detroit, Michigan 48243
Attorneys for
Champion Home Builders Co., et al.

James N. Johnson
General Counsel
A. O. SMITH CORPORATION
P.O. Box 584
Milwaukee, Wisconsin 53201

Hadrian R. Katz
ARNOLD & PORTER
1229 19th Street, N.W.
Washington, D.C. 20036
Attorneys for
Hoffmann-La Roche Inc., et al.

Philip J. Davis
KIRKLAND & ELLIS
1776 K Street, N.W.
Washington, D.C. 20006

Donald G. Kempf, Jr.
KIRKLAND & ELLIS
200 E. Randolph Drive
Chicago, Illinois 60601
Attorneys for
Chemetron Corporation, et al.

Peter Fleming, Jr.
Eliot Lauer
Samuel F. Abernethy
CURTIS, MALLET-PREVOST, COLT & MOSLE
100 Wall Street
New York, New York 10005
Attorneys for
Dover Corporation

Theodore A. Groenke
Harold J. Bressler
MCDERMOTT, WILL & EMERY
111 West Monroe Street
Chicago, Illinois 60603

James F. Rill
Kathleen E. McDermott
COLLIER, SHANNON, RILL,
EDWARDS & SCOTT
1055 Thomas Jefferson St.
Washington, D.C. 20007
Attorneys for
A.E. Staley Manufacturing Co., et al.

James F. Bromley
MACLEAY, LYNCH, BERNHARD & GREGG
1625 K Street, N.W.
Washington, D.C. 20006
Attorneys for
United States Gypsum Co.

Harold S. Barron
Noel C. Crowley
THE BENDIX CORPORATION
The Bendix Center
Southfield, Michigan 48076
Attorneys for
The Bendix Corporation

Arloe Mayne
General Counsel
ASHLAND OIL, INC.
Ashland, Kentucky 41101

Ronald P. Wertheim
GINSBURG, FELDMAN & BRESS
1700 Pennsylvania Ave., N.W.
Washington, D.C. 20006
Attorneys for
Ashland Oil, Inc.

Milton J. Schubin
Richard C. Seltzer
KAYE, SCHOLER, FIERMAN, HAYS
& HANDLER
425 Park Avenue
New York, New York 10022
Attorneys for
GAF Corporation

Daniel K. Mayers
Neil J. King
WILMER, CUTLER & PICKERING
1666 K Street, N.W.
Washington, D.C. 20006

James R. DeVita
SULLIVAN & CROMWELL
125 Broad Street
New York, New York 10004
Attorneys for
The Babcock & Wilcox Company, et al.

James M. Porter
SQUIRE, SANDERS & DEMPSEY
1800 Union Commerce Building
Cleveland, Ohio 44115

William C. Collishaw
COX LANGFORD & BROWN
21 Dupont Circle, N.W.
Washington, D.C. 20036
Attorneys for
White Consolidated Industries, Inc.

Samuel K. Abrams
Wilbur L. Fugate
MORISON, MURPHY, ABRAMS & HADDOCK
1776 K Street, N.W.
Washington, D.C. 20006
Attorneys for
Cone Mills Corporation, et al.

David B. Lytle
HOGAN & HARTSON
815 Connecticut Ave., N.W.
Washington, D.C. 20006
Attorneys for
Hughes Tool Company, et al.

Ramsay D. Potts
Steven L. Meltzer
SHAW, PITTMAN, POTTS & TROWBRIDGE
1800 M Street, N.W.
Washington, D.C. 20036
Attorneys for
Emerson Electric Co.

Milton Wolson
Edwin Silverstone
SCM CORPORATION
299 Park Avenue
New York, New York 10017

S. White Rhyne, Jr.
MULLIN, CONNOR AND RHYNE
1000 Connecticut Ave., N.W.
Washington, D.C. 20036
Attorneys for
SCM Corporation

Sidney B. Wertheimer
WEISMAN, CELLER, SPETT, MODLIN, WERTHEIMER & SCHLESINGER
425 Park Avenue
New York, New York 10022
Attorneys for
Fedders Corporation

Jesse P. Luton, Jr.
John E. Bailey
Kevin F. Cunningham
The Law Department
THE GULF COMPANIES
P.O. Box 3725
Houston, Texas 77001
Attorneys for
Gulf Oil Corporation

Joseph W. Burns
BURNS, VAN KIRK, GREENE & KAFER
521 Fifth Avenue
New York, New York 10017
Attorneys for
Ingersoll-Rand Company

Albert R. Connelly
Andrew D. Postal
CRAVATH, SWAINE & MOORE
1 Chase Manhattan Plaza
New York, New York 10005
Attorneys for
Bethlehem Steel Corporation, et al.

Edwin S. Rockefeller
Alan M. Frey
BIERBOWER & ROCKEFELLER
1625 K Street, N.W.
Washington, D.C. 20006
Attorneys for
Norton Simon Inc.

Norman Solovay
HOLTZMAN, WISE & SHEPARD
30 Broad Street
New York, New York 10004
Attorneys for
AMBAC Industries, Incorporated

Leonard M. Kessler
KELLEY DRYE & WARREN
350 Park Avenue
New York, New York 10022
Attorneys for
Chrysler Corporation

Charles H. McAuliffe
THOMAS J. LIPTON, INC.
800 Sylvan Avenue
Englewood Cliffs, New Jersey 07632

David J. Lewis
Elroy H. Wolff
SIDLEY & AUSTIN
1730 Pennsylvania Ave., N.W.
Washington, D.C. 20006
Attorneys for
Kimberly-Clark Corporation, et al.

Legal Department
RORER-AMCHEM, INCORPORATED
500 Virginia Drive
Fort Washington, Pennsylvania 19034
Attorneys for
Rorer-Amchem, Incorporated

Kenneth Schnaper
CRANE COMPANY
Legal Department
300 Park Avenue
New York, New York 10022
Attorneys for
Crane Company

Donald G. McCabe
Anthony B. Barton
HALL, MCNICOL, HAMILTON & CLARK
330 Madison Avenue
New York, New York 10017
Attorneys for
American Maize-Products Company

David C. Trowbridge
HALLMARK CARDS, INCORPORATED
Legal Department
2501 McGee Trafficway
Kansas City, Missouri 64141
Attorneys for
Hallmark Cards, Incorporated

Eve E. Bachrach
STEIN, MITCHELL & MEZINES
1800 M Street, N.W.
Washington, D.C. 20036
Attorneys for
C.I.T. Financial Corporation, et al.

Caswell O. Hobbs, III
MORGAN, LEWIS & BOCKIUS
1800 M Street, N.W.
Washington, D.C. 20036
Attorneys for
American Stores Company

Robert J. Pope
CLIFFORD, GLASS, MCILWAIN & FINNEY
815 Connecticut Avenue, N.W.
Washington, D.C. 20006
Attorneys for
Continental Group, Inc.
(formerly Continental Can Company, Incorporated)

Charles Kadish
BREED ABBOTT & MORGAN
1 Chase Manhattan Plaza
New York, New York 10005
Attorneys for
Honeywell Inc.

Thomas C. Morrison
PATTERSON, BELKNAP, WEBB & TYLER
30 Rockefeller Plaza
New York, New York 10020
Attorneys for
Johnson & Johnson

Leonard I. Horowitz
THE TIMES MIRROR COMPANY
280 Park Avenue
New York, New York 10017
Attorney for
The Times Mirror Company

Barry Hirsch
LOEWS CORPORATION
666 Fifth Avenue
New York, New York 10019
Attorney for
Loews Corporation

Gilbert H. Weil
Robert L. Sherman
WEIL, GUTTMAN & DAVIS
60 East 42nd Street
New York, New York 10017
Attorneys for
Bristol-Myers Company

John T. Rafferty
NL INDUSTRIES INCORPORATED
1230 Avenue of the Americas
New York, New York 10020
Attorney for
NL Industries Incorporated

Segge 88s 796 11